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April 5, 2021

VIA ECF

Hon. Paul G. Gardephe
Southern District of New York
40 Foley Square, Room 2204
New York, New York 10007

Re: *Boylan v. Sogou Inc.*,
Case No. 1:21-cv-02041-PGG (S.D.N.Y.)

Dear Judge Gardephe:

We represent defendant Sogou Inc. (“Sogou”) and write pursuant to Rule I.E. of Your Honor’s Individual Rules of Practice to request an adjournment of the Preliminary Injunction hearing scheduled for April 22, 2021 (ECF No. 15). Plaintiff does not consent to this adjournment and sets forth his position below. No adjournment of the briefing schedule is requested.

Defendant’s Position

Due to a personal conflict, the undersigned counsel for Sogou is unavailable to attend the hearing scheduled for April 22, 2021 and respectfully requests that the hearing be adjourned to any date after April 23, 2021 that is convenient for the Court.

Additionally, Sogou requests that its Motion to Dismiss be heard at the same time as Plaintiff’s Motion for Preliminary Injunction. Sogou believes that the motions address significant overlapping issues, such as subject matter jurisdiction, and one hearing for both motions would best preserve the Court’s and parties’ time and resources. Further, an adjournment of one week would not prejudice Plaintiff where no closing date for the merger transaction at issue has been scheduled nor has a final version of the Schedule 13E-3 complained of been issued to shareholders. Indeed, this Court entered an Order endorsing the parties joint stipulation that, “the merger at issue in this action will not go forward prior to a hearing on the Preliminary Injunction Motion.” ECF No. 15. Plaintiff’s claims regarding protection of other shareholders also should be ignored because this is not a class action.

As reflected in Sogou’s pre-motion conference letter (ECF No. 19), Sogou intends to move to dismiss on April 8, 2021. Briefing on the Motion to Dismiss could be completed as early as April 29, 2021 and a hearing can be held on any date thereafter. Sogou has previously requested (by joint stipulation) an extension of time to oppose Plaintiff’s Motion for Preliminary Injunction.

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Plaintiff's Position

Consistent with the arguments set forth in his moving papers, Plaintiff respectfully submits that Sogou shareholders are prejudiced by each successive day they are not apprised of their entitlement to dissenters' rights under Section 238 of the Cayman Islands Companies Law because the existence of these rights is material to shareholders' ongoing decision to either hold or transact in shares on the open market. Plaintiff was willing to—and did—stipulate to a reasonable extension of time for counsel to familiarize themselves with the papers. Likewise, Plaintiff would in most other circumstances readily support Defendant's good faith request for a brief courtesy extension; however, Plaintiff cannot assent to a further extension for the foregoing reason.

Defendant has apprised Plaintiff of its intention to file a single brief in opposition to Plaintiff's motion for preliminary injunction and in support of Defendant's forthcoming motion to dismiss. Though Plaintiff recognizes that Defendant may make its motion at any time prior to the April 14, 2021 deadline to answer or otherwise respond to the complaint, Plaintiff opposes any attempt to tether Defendant's motion to the Plaintiff's preliminary injunction motion in any manner that would result in further delay of presentment of the latter.

Respectfully submitted,

/s/ Richard J. Rosensweig

Richard J. Rosensweig

cc: All counsel via ECF

MEMO ENDORSED

Defendant's request to adjourn the preliminary injunction hearing in this matter is granted based on Defendant's representation that it will take no action to effect the merger pending the hearing. (Dkt. No. 15) The April 21, 2021 hearing is adjourned to April 29, 2021 at 11:00 a.m. by telephone. Any briefing schedule for Defendant's proposed motion to dismiss will be set after the Court conducts the preliminary injunction hearing.

SO ORDERED.



Paul G. Gardephe
United States District Judge

April 7, 2021